



**GE Transportation
Systems**

RECORDATION NO. 17405 FILED 1425

Transportation Systems Marketing and Sales
General Electric Company
2901 East Lake Road, Erie, PA 16531

MAR 2 1993 3-0 E PM

March 1, 1993

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

3-061A087

**Subject: Recordation of Memorandum of
Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Lease Agreement, dated as of February 18, 1993, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405-E.

The names and addresses of the parties to the enclosed Locomotive Lease Agreement are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

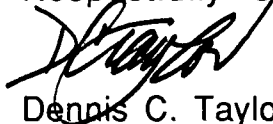
Following recordation, please return one original of the enclosed document, together with any extra copies not needed by the Commission for recordation, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Lease, dated as of February 18, 1993, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to 28 General Electric Diesel Electric Locomotives, bearing Road Nos. 8035, 8044, 8072, 8079, 8096, 8127, 8128, 8132, 8136, 8138, 8144, 8149, 8150, 8152, 7484, 7485, 7486, 7487, 7489, 7490, 7491, 7492, 7493, 7494, 7495, 7496, 7497, 7499.

Respectfully submitted,



Dennis C. Taylor
Manager, Locomotive Leasing

Enclosures

SCHEDULE I

Description of Locomotives

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Numbers</u>
General Electric	28	8035
Diesel Electric		8044
Locomotives		8072
		8079
		8096
		8127
		8128
		8132
		8136
		8138
		8144
		8149
		8150
		8152
		7484
		7485
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Interstate Commerce Commission
Washington, D.C. 20423

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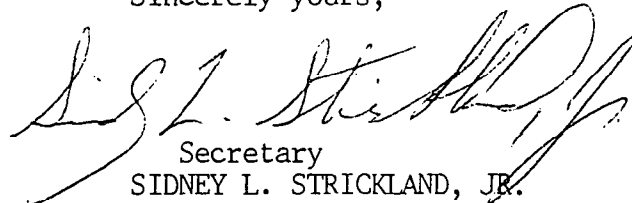
OFFICE OF THE SECRETARY

Dennis C. Taylor
Manager
General Electric Company
2901 East Lake Rd. Building 14-5
Erie, PA. 16531

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **3/2/93** at **3:05pm**, and assigned
recordation number(s). **17405-J**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

MAR 2 1993 3:05 PM

MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

On the 18th day of February, 1993, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Southern Pacific Transportation Company, a Delaware corporation with offices at Southern Pacific Building, One Market Plaza, San Francisco, California 94105 ("Lessee"), entered into Locomotive Lease Schedule Number SP 93-1, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated April 23, 1992 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on May 21, 1992 at 2:20 P.M. under I.C.C. file/index number 17405-E.

Locomotive Lease Schedule Number SP 93-1

<u>Road Number</u>	<u>Model</u>	<u>Estimated Service Date</u>
7484 thru 7487	All B36-7	To be determined
7489 thru 7497	All B36-7	To be determined
7499	All B36-7	To be determined
8035	C30-7	To be determined
8044	C30-7	To be determined
8072	C30-7	To be determined
8079	C30-7	To be determined
8096	C30-7	To be determined
8127	C30-7	To be determined
8128	C30-7	To be determined
8132	C30-7	To be determined
8136	C30-7	To be determined
8138	C30-7	To be determined
8144	C30-7	To be determined
8149	C30-7	To be determined
8150	C30-7	To be determined
8152	C30-7	To be determined

GENERAL ELECTRIC COMPANY

By: Dennis C. TaylorDennis C. Taylor, Manager -
Locomotive LeasingSOUTHERN PACIFIC
TRANSPORTATION COMPANYBy: E. L. Horn

Name

E. L. Horn

Title

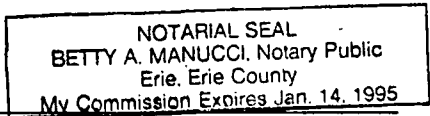
GEN. Mgr - TRANSPORTATION

Commonwealth of Pennsylvania }
 }
County of Erie }

On this, the 18th day of February, 1993, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.

Betty A. Manucci
Notary Public



My commission expires: _____

State of Colorado }
 }
County of Glenn }

On this, the 23rd day of February, 1993, before me, the undersigned officer, personally appeared C.L. Ward, who acknowledged himself to be the Gen. Mgr. - transportation of Southern Pacific Transportation Company, a corporation, and that he as Gen. Mgr. - transportation, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Gen. Mgr. - transportation.

In witness whereof, I hereunto set my hand and official seal.

Karen Sue Johnson
Notary Public

My commission expires: 10/14/94

